

## AMENDMENTS

Revised - January 2, 2004

- A1** We are returning, unfiled, the proposed Certificate of Amendment for the subject corporation.
- A2** We are returning, unfiled, the proposed Certificate of Amendment for the subject corporation and check in the amount of \$30.00.
- A3** We are returning, unfiled, the proposed amendment for the subject corporation.
- A4** We are returning, unfiled, the proposed Restated Articles of Incorporation for the subject corporation.
- A5** The present name of this corporation is as referenced above and must be correctly recited in paragraph \*\*\*.
- A6** The exact name of this corporation is as referenced above and must be correctly recited in paragraph \*\*\*.
- A7** This office has no record of a corporation by the name stated in the certificate.
- A8** However, there is a corporation of record by the name of \*\*\*.
- A9** If this is the corporation whose articles you are attempting to amend, the corporate name, wherever it appears in the certificate, must be set forth exactly as it is of record in this office.
- A10** Please check the original Articles of Incorporation and any filed name change amendments. If the name given is correct, based on your findings, please provide the incorporation date and the assigned corporate number so that we can search our corporate records further.
- A11** In order to effect any changes in the Articles of Incorporation, it will be necessary to file, with this office, a Certificate of Amendment in the form and substance required by Sections 905 and 907 of the California Corporations Code.
- A12** Enclosed are sample certificate(s) and instructions for your assistance in preparing an acceptable document for filing with this office.
- A13** You must revise paragraph \*\*\*.
- A14** The certificate must correctly identify the article provision being amended as Article \*\*\*.
- A15** The statement of amendment must correctly identify the article provision being amended and must, then, set forth the new amended wordage. The correct article designation is \*\*\*.

## AMENDMENTS

Revised - January 2, 2004

- A16** Revise the wordage of paragraph \*\*\*.
- A17** Replace the statement now appearing in that paragraph with the following: **Article** (insert correct designation) **of the Articles of Incorporation of this corporation is amended to read:** (here set forth the complete wordage of the articles as amended).
- A18** In order to maintain numerical uniformity, the added article provision should be designated as Article \*\*\*.
- A19** When a present article provision is being amended, or a new provision is being added, the article number of that provision must be identified in your statement of amendment.
- A20** Instead of amending one of the existing articles, you should add a new Article \*\*\*.
- A21** Reword the statement of amendment as follows: **The Articles of Incorporation of this corporation are amended to add Article \*\*\*.**
- A22** deleted
- A23** When amending only a portion of the Articles of Incorporation which is not numerically or otherwise designated, it is necessary to quote the provision being amended as it presently reads and again as it is intended to read, i.e., **The provision in the Articles of Incorporation which now reads** (here quote the present wording) **is amended to read** (here quote the desired new wording).
- A24** When amending only a portion of an article, not numerically or otherwise designated, it is necessary to quote the provision being amended as it presently reads and again as it is intended to read, i.e., **The provision in Article** (here set forth the correct article number) **of the Articles of Incorporation which now reads** (here quote the present wording) **is amended to read** (here quote the desired new wording).
- A25** The Certificate of Amendment may not be made by the \*\*\*.
- A26** The certificate must be made, executed and verified by two of the corporate officers authorized by California Corporations Code Section \*\*\*.
- A27** The corporation has filed a statement of information pursuant to Corporations Code section 1502; therefore, the incorporator has no authority to make a Certificate of Amendment. The certificate must be made by two of the corporate officers authorized by Section 173 of the Code, or if no shares have been issued, it may be made by a majority of the board of directors pursuant to Section 906.
- A28** The proposed new name is not compatible with our automated system. It will be necessary to \*\*\*.

## AMENDMENTS

Revised - January 2, 2004

- A29** The complete wording of the amended article must be set forth. The statement **The name of this corporation is** must immediately precede the new name in paragraph \*\*\*.
- A30** The proposed new name is not available for corporate use as it is deceptively similar to that of another corporation in good standing status on our records as of the date of this letter. Accordingly, some other and available name must be adopted, or consent must be obtained to the use of a similar name from the existing corporation. The consent letter should be on the corporation's letterhead and should be signed by a corporate officer.
- A31** The conflicting corporate name is \*\*\*.
- A32** The records of this office indicate that the existing corporation is located in \*\*\*.
- A33** The proposed new name is not available for corporate use as it is deceptively similar to that of another corporation in good standing status on our records. Accordingly, under the prohibitions of the California Corporations Code, some other and available corporation name must be adopted.
- A34** The proposed new name is not available for corporate use as it is the same as the name of another corporation in good standing status on our records. Accordingly, under the prohibitions of the California Corporation Code, some other and available corporation name must be adopted.
- A35** The proposed new name is not available for corporate use as the same or similar name has been reserved. Accordingly, under the prohibitions of the California Corporations Code, some other and available corporation name must be selected, or release of the reservation must be obtained from \*\*\*.
- A36 – A38** deleted
- A39a** The corporate powers, rights and privileges were suspended by the Franchise Tax Board (FTB) on \*\*\*. Questions concerning the reason for the suspension or the requirements for reinstatement must be directed to FTB at 1-800-852-5711. Except for the purposes of filing an application for exempt status (with FTB) or amending the articles of incorporation as necessary either to perfect that application or to set forth a new corporate name, an amendment to the articles of incorporation may not be filed while the corporation is suspended. (Revenue & Taxation Code § 23301.)
- A39b** The corporate powers, rights and privileges were suspended by this office on \*\*\* for failure to timely file the Statement of Information required by Corporations Code section 1502. Except for the purpose of filing an application for exempt status with the Franchise Tax Board (FTB) or amending the articles of incorporation as necessary either to perfect that application or to set forth a new corporate name, an amendment to the articles of incorporation may not be filed while the corporation is suspended. **To request relief from suspension the corporation must file the enclosed Statement of Information form.** (Corp. Code § 2205.) Please refer to the instructions on the enclosed form for all applicable filing requirements and fees. Questions concerning the completion of the enclosed statement should be directed to the Statement of Information Unit, (916) 657-5448.

**A39c** The corporate powers, rights and privileges were suspended by this office on \*\*\* for failure to timely file the Statement of Information required by Corporations Code section 1502. Except for the purpose of filing an application for exempt status with the Franchise Tax Board (FTB) or amending the articles of incorporation as necessary either to perfect that application or to set forth a new corporate name, an amendment to the articles of incorporation may not be filed while the corporation is suspended. (Corp. Code § 2205.) While the required Statement of Information has recently been received and filed in this office, the corporation remains suspended as the name of the corporation is no longer available for use in California. **To request relief from suspension it will be necessary to further amend the articles to set forth a new corporate name.**

**A40a** While the suspension will not preclude the filing of an amendment changing the corporate name, you should have the corporation revived to good standing status.

**A40b** Please note: If the proposed amendment is being filed at the request of the Franchise Tax Board (FTB), return the amendment with a copy of FTB's letter requesting the changes.

**A41 & A42** deleted

**A43** As required by Section 202(e) of the California Corporations Code, there must be an affirmative recital setting forth the distinction between the two classes.

**A44** A statement of effect on the outstanding shares must be included as a part of the amended articles. Add the following statement: **Upon the amendment of this article to read as herein set forth, each outstanding share is converted into or reconstituted as ...**

**A45** The statement of effect on the outstanding shares must be included as a part of the amended article.

**A46** Pursuant to Section 907(b) of the Corporations Code, the statement of effect, indicating the manner in which the outstanding shares are being reclassified, must be included within the wording of the amended articles, not merely a recital in the certificate. In other words, the quoted provisions of the amended article must include the statement now shown as paragraph \*\*\*.

**A47** The California Corporations Code prohibits any amendment of Articles of Incorporation altering the statement of the name and address of the \*\*\*.

**A48** The proper method of changing the records of this office to reflect the current name and/or address of the agent for service of process is to file the statement required by Corporations Code Section \*\*\*.

**A49** The name and address of the agent for service of process must be omitted from the restated articles, as required by California Corporations Code Section \*\*\*.

## AMENDMENTS

Revised - January 2, 2004

- A50** The effective date of an amendment is the date the certificate is actually filed in this office. Delete \*\*\*.
- A51** Corporations formed prior to January 1, 1977, cannot conform the purpose clause to the requirements of Section 202(b) of the California Corporations Code unless the amended articles also include the election language required by Section 2302 of the Code.
- A52** If it is your intent to conform the contents of the articles to the presently effective law, the following wording must be added to the articles: **The corporation elects to be governed by all of the provisions of the General Corporation Law of 1977 not otherwise applicable to it under Chapter 23 thereof.**
- A53** Pursuant to Section 2302 of the California Corporations Code, the amended articles must include an election to be governed by all of the provisions of the presently effective law.
- A54** Wording must be added to the articles stating: **This corporation elects to be governed by all of the provisions of the General Corporation Law of 1977 not otherwise applicable to it under Chapter 23 thereof.**
- A55** We suggest that this language be substituted for the language now appearing in \*\*\*.
- A56** deleted
- A57** The certificate must include a statement that the amendment was approved by the board of directors.
- A58** The certificate must set forth a statement of shareholder approval in the manner prescribed by Section 905(c), California Corporations Code.
- A59** The number of issued and outstanding shares entitled to vote with respect to the amendment must be included in \*\*\*.
- A60** The present statement of the number of outstanding shares exceeds the number of shares authorized to be issued by the Articles of Incorporation.
- A61** The number of shares issued cannot exceed the amount of shares authorized. The corporation is presently authorized to issue only \*\*\*.
- A62** In compliance with Section 905(c), California Corporations Code, the percentage vote required must be specified in paragraph \*\*\*.
- A63** The statement of shareholder approval must set forth the number of issued and outstanding shares **prior to the effectiveness of this amendment.**

## AMENDMENTS

Revised - January 2, 2004

- A64** The certificate must include a statement of shareholder approval as required by Section 905 of the California Corporations Code or a statement that **no shares have been issued** in compliance with Section 906, whichever is applicable.
- A65** If no shares have been issued, set forth that statement.
- A66** If the amendment is one which may be adopted with approval of the board alone, the certificate must also include a statement of the facts entitling the board alone to adopt the amendment.
- A67** The certificate must include the statement: **No directors were named in the original Articles of Incorporation and none have been elected.**
- A68** Pursuant to Section 906 of the California Corporations Code, the statement **No shares have been issued** must be substituted for what now appears in \*\*\*.
- A69** After shares have been issued, shareholder approval must be unanimous in order to add the close corporation provisions of Section 158, California Corporations Code.
- A70** Section 158(c) of the California Corporations Code requires an affirmative vote of at least two-thirds of each class of outstanding shares in order to delete the provisions relating to a close corporation.
- A71** Unless the Articles of Incorporation are further amended to delete the provision concerning the number of persons who may hold the shares of stock, the statement **This corporation is a close corporation** must be retained. The proposed amendment effectively eliminates this language now appearing in Article \*\*\*.
- A72** The name of the corporation, where it precedes the signatures, must be deleted. The corporation is not making the certificate and should not purport to do so.
- A73** The certificate must be verified as required by Sections 173 and 193 of the California Corporations Code.
- A74** The verification cannot be executed **to the best of my knowledge**; it must be executed **of my own knowledge**.
- A75** The verification must include \*\*\*.
- A76** The fee for filing this document is \$30.00. This fee includes certification of up to two copies if conformed copies are submitted with the original at the time of filing. Additional copies will be certified upon **request** and the **payment** of the certification fee of \$8.00 per copy.
- A77** At least two copies should be submitted with the original for certification and return after filing.

## NONPROFIT

**A100** To effect any changes in the Articles of Incorporation it will be necessary that you file, with this office, a Certificate of Amendment in the form and substance required by Section 5814 or 7814 of the California Corporations Code. Enclosed is a sample with instructions for assistance in preparing an acceptable certificate for filing with this office.

**A101a** The corporate powers, rights and privileges were suspended by the Franchise Tax Board (FTB) on \*\*\*. Questions concerning the reason for the suspension or the requirements for reinstatement must be directed to FTB at 1-800-852-5711. Except for the purposes of filing an application for exempt status (with FTB) or amending the articles of incorporation as necessary either to perfect that application or to set forth a new corporate name, an amendment to the articles of incorporation may not be filed while the corporation is suspended. (Revenue & Taxation Code § 23301.)

**A101b** The corporate powers, rights and privileges were suspended by this office on \*\*\* for failure to timely file the Statement of Information required by Corporations Code section 6210, 8210 or 9660. Except for the purpose of filing an application for exempt status with the Franchise Tax Board (FTB) or amending the articles of incorporation as necessary either to perfect that application or to set forth a new corporate name, an amendment to the articles of incorporation may not be filed while the corporation is suspended. To request relief from suspension the corporation must file the enclosed Statement of Information form. (Corp. Code § 5008.6.) Please refer to the instructions on the form for all applicable filing requirements and fees. Questions concerning the completion of the enclosed statement should be directed to the Statement of Information Unit, (916) 657-5448.

**A101c** The corporate powers, rights and privileges were suspended by this office on \*\*\* for failure to timely file the Statement of Information required by Corporations Code section 6210, 8210 or 9660. Except for the purpose of filing an application for exempt status with the Franchise Tax Board (FTB) or amending the articles of incorporation as necessary either to perfect that application or to set forth a new corporate name, an amendment to the articles of incorporation may not be filed while the corporation is suspended. (Corp. Code § 5008.6.) While the required Statement of Information has recently been received and filed in this office, the corporation remains suspended, as the name of the corporation is no longer available for use in California. To request relief from suspension it will be necessary to further amend the articles to set forth a new corporate name.

**A102a** Please note: If the proposed amendment is being filed at the request of the Franchise Tax Board (FTB), return the amendment with a copy of FTB's letter requesting the changes.

**A102b** While the suspension will not preclude the filing of an amendment changing the corporate name, you should have the corporation revived to good standing status.

**A103** The corporation has filed a statement of information required Corporations Code section 6210, 8210 or 9660; therefore, the incorporator has no authority to make a Certificate of Amendment. The certificate must be made by two of the corporate officers authorized by Section 5062 of the Code.

## AMENDMENTS

Revised - January 2, 2004

- A104** The statement of the law under which the corporation is organized must be retained. This statement now appears in the original article \*\*\*.
- A105** If it is your intent to conform the contents of the Articles of Incorporation to the requirements of the presently effective statutes, the amended articles must include the statement: **This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.**
- A106** It appears that you are attempting to amend the articles to include provisions required for tax exemption under Section 501(c)(3) of the Internal Revenue Code and/or Section 23701(d) of the Revenue and Taxation Code. If this is the case, an amendment converting the corporation to a nonprofit public benefit corporation may be in order. We suggest that you discuss this with the Franchise Tax Board and/or the Internal Revenue Service.
- A107** All documents and applicable fees must be remitted to the Secretary of State's Office.
- A108** A nonprofit mutual benefit corporation may not irrevocably dedicate its property to charitable, religious or public purposes **and**, upon dissolution, distribute its assets to an entity which is organized for charitable, religious or public purposes.
- A109** Pursuant to Section 7813.5(b), California Corporations Code, an amendment changing the corporate status from mutual benefit to public benefit must be approved by a **unanimous** vote of the members. The Certificate of Amendment must reflect such vote in paragraph \*\*\*.
- A110** In accordance with Section 5813.5 of the Corporations Code, if the corporation has assets, the amendment must be approved, in advance, by the Attorney General's Office, and a copy of the letter of approval must be attached to the Certificate of Amendment. If the corporation has no assets, a statement to that effect must be included in the certificate.
- A111** In compliance with Section 7813.5(d) of the California Corporations Code, you must furnish this office with one additional copy of the certificate for transmittal to the Attorney General's Office.
- A112** In order to convert this corporation from a nonprofit corporation to a general stock corporation, it will be necessary to amend the Articles of Incorporation to conform the contents to the requirements of Section 202 of the California Corporations Code.
- A113** The fee for filing an amendment converting a nonprofit corporation to a general stock corporation is \$70.00, and that fee must accompany the corrected document upon resubmittal.



## AMENDMENTS

Revised - January 2, 2004

**A114** As required by Section 5813.5 of the Corporations Code, to enable the conversion of a nonprofit corporation, which has been granted tax exemption, to a general stock corporation, you must remit at the time of filing the \$300.00/\$800.00 franchise tax payment required by Section 23221 of the Revenue and Taxation Code. The applicant is responsible for determining the proper amount to submit to this office. For assistance in making this determination, the applicant should refer to California Revenue and Taxation Code Sections 23153 and 23221.

**A115** The certificate must include either a statement that the amendment has been approved by the required vote of the members or a statement that the corporation has no members, whichever is applicable.

**A116** Nonprofit corporations are not authorized to issue shares.

**A117** In compliance with Section 5817 of the California Corporations Code, you must furnish this office with one additional copy of the certificate for transmittal to the Attorney General's Office.

**A118** The certificate must be verified as required by Sections 5062 and 5076 of the California Corporations Code.

**A119** Delete the reference to the Court of Common Pleas as there is no such court in the State of California. To meet the requirement of the Internal Revenue Service, reference to the **Superior Court** is acceptable for California corporations.

## FOREIGN

**A150** We are returning, unfiled, the Amended Statement by Foreign Corporation and check in the amount of \$30.00 for the following reason.

**A151** We are returning, unfiled the Amended Statement by Foreign Corporation for the following reason.

**A152** A Certificate of Amendment is not applicable to foreign corporations. Enclosed is an Amended Statement by Foreign Corporation form which is required to change the corporation name on the records of this office.

**A153** The name of the corporation as qualified in this office is as referenced above. That exact name must be set forth in the **second** paragraph of the Amended Statement form.

**A154** The new name of the corporation must be set forth in the **first** paragraph of the form.

**A155** This office does not have of record a corporation by the name as referenced above. The Amended Statement form must set forth the exact name of the corporation, as qualified in California.

## AMENDMENTS

Revised - January 2, 2004

- A156** There must be annexed to the Amended Statement by Foreign Corporation form a certificate setting forth the fact that the corporation has filed a name change with \*\*\*.
- A157** The required Certificate is a one-page document, issued by the governmental agency that has custody of the original articles of incorporation, certifying to the fact that the name of the corporation was changed from one name to another, listing both the old name and the new name on its face. **Do not send a certified copy of the document that was actually filed in that agency.**
- A158** The certificate of name change, issued by the \*\*\*, must list both the old and the new name.
- A159** **A certified copy of the name change amendment does not meet the California statutory requirement.**
- A160** Section 2106.5 of the California Corporations Code requires that there be attached to the Amended Statement form a Certificate of Name Approval from the California Department of Insurance.
- A161** Foreign corporations subject to the California Insurance Code, as an insurer, must have of record, in this office, a statement that **This corporation is subject to the Insurance Code as an insurer.** This corporation has filed no such statement; therefore, as required by Section 2107(c) of the California Corporations Code, it will be necessary to include this statement in the Amended Statement by Foreign Corporation form. We suggest that this statement be inserted immediately following the first paragraph.
- A162** The new name of the corporation is not available for corporate use in the state of California as it is in conflict with the name of another corporation in good standing status on our records as of the date of this letter. Accordingly, under the prohibitions of Sections 201(b) and 2106(b), California Corporations Code, it will be necessary for the corporation to transact business in California under an assumed business name. You must add the following words and assumed name: **which will do business in California as** \_\_\_\_\_ to the true corporate name where it appears in the first line of the form, or else you must obtain express written consent to the use of a similar name from the existing corporation. The consent must be on the letterhead of the consenting corporation and must be signed by a corporate officer. The conflicting corporate name is \*\*\*.
- A163** The new name of the corporation is not available for use in the state of California as it is in conflict with the name of another corporation in good standing status on our records as of the date of this letter. Accordingly, under the prohibitions of Sections 2106(b) and 201(b) of the California Corporations Code, it will be necessary for the corporation to transact business in California under an assumed business name. You must add the following words and assumed name: **which will do business in California as** \_\_\_\_\_ to the true corporate name where it appears on the first line of the form.

## AMENDMENTS

Revised - January 2, 2004

**A164** The new name of the corporation is not available for use in the State of California as the name has been reserved for a period of 60 days. It will be necessary for you to transact business in California under an assumed business name. You must add the following words and assumed name: **which will do business in California as**

\_\_\_\_\_ to the true corporate name where it appears on the first line of the form, or else you must obtain a letter of release of the reservation from \*\*\*.

**A165** The old name of the corporation as of record in this office and as set forth on the Certificate of Name Change disagrees with the name as set forth on the Amended Statement form.

**A166** The new corporate name as set forth on the Amended Statement form disagrees with the name as set forth in the Certificate issued by \*\*\*.

**A167** The corporate powers, rights and privileges were forfeited by the Franchise Tax Board (FTB) on \*\*\*. Questions concerning the reason for the forfeiture or the requirements for reinstatement must be directed to FTB at 1-800-852-5711. (Revenue & Taxation Code § 23301.) Please note: The forfeited status does not preclude the filing of the Amended Statement by Foreign Corporation form.

**A168** The corporate powers, rights and privileges were forfeited by this office on \*\*\* for failure to timely file the Statement of Information required by Corporations Code section 2117. To request relief from forfeiture the corporation must file the enclosed Statement of Information form. (Corp. Code §§ 2205 and 2206.) Please refer to the instructions on the enclosed form for all applicable filing requirements and fees. Questions concerning the completion of the enclosed statement should be directed to the Statement of Information Unit, (916) 657-5448. Please note: The forfeited status does not preclude the filing of the Amended Statement by Foreign Corporation form.

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